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Attorneys for General Motors LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF LOUIS J. CARLIN

Louis J. Carlin, being first duly sworn, deposes and says:

1. I have personal knowledge of the facts set forth herein and am competent to testify to them.
2. I am a field performance assessment engineer at General Motors Company. In that capacity I support the GM Legal Staff primarily in connection with claims and litigation. I have acquired knowledge about the Debtors' historical and General Motors LLC's ("New GM" and together with the Debtors', collectively, "GM") businesses, operating practices and procedures. I am generally familiar with they types of records maintained by GM concerning parts it manufactures, purchases and distributes. I am familiar with how GM maintains information in the ordinary course of business. I am also familiar with GM's practices and

procedures as they relate to location, retention, searches and production of documents and other information.

3. Documents identifying asbestos-containing products manufactured, sold, distributed, marketed, or used by GM are not stored categorically by GM or discretely located at GM or in GM's databases and document management systems.

4. GM's records are not indexed in a manner that would allow New GM to perform searches for components or products containing asbestos.

5. GM has no central index, file or computerized database that provides a comprehensive list of all components or products containing asbestos, including information pertaining to such components or products such as (a) the entity that engaged in the manufacture, sale, distribution, marketing or use of the product, (b) the brand name of the product, (c) the date the product first went into production, (d) the last date the product was produced, (e) the last date the product was sold, (f) all manufacturing locations, (g) dates of manufacture at each location, (h) the percentage of asbestos in such product, (i) the type of asbestos in such product, (j) the source of supply of the asbestos used in such product, (k) the color, physical characteristics and appearance of the product, (l) a description of the packaging in which the product was sold or distributed, (m) all names under which the product was sold and (n) the number and date of each patent or patent application pertaining to such product ("**Requested Information**").

6. Certain GM entities have, or have had, many formal and informal document libraries for which no central listing or catalogue file exists.

7. Documents and information related to GM premises are not centrally-indexed or contained in any one database, but are kept at the individual facilities.

8. Due to the breadth of and level of detail required by the Requested Information, in order to attempt to locate the Requested Information, every part number for every asbestos-containing part would have to be identified beginning from the GM engineering drawings and specifications.

9. The part number identification process would start with the review of the original equipment and service usage charts by model year to obtain the assembly part numbers.

10. Review of the assembly part number drawings would provide component segment part number drawings. Component segment part number drawings must be located in order to determine if they contain the Requested Information.

11. The review of over 300,000 engineering drawings would be required to identify parts numbers for asbestos-containing parts.

12. Due to the breadth of and level of detail required by the Requested Information, in order to attempt to locate the Requested Information, New GM will have to compare and match the part numbers of asbestos-containing parts to part numbers on GM's invoices.

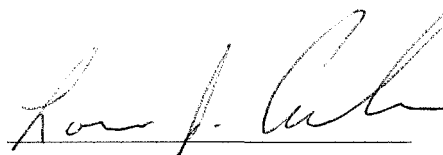
13. GM's invoices are not indexed or summarized and are housed at GM facilities and retained only by invoice number in processing sequence.

14. Invoices covering GM's world-wide sales of more than 356,000 different parts are stored by GM on microfilm.

15. To locate individual invoices, New GM would have to first review each of its customers' monthly statements to obtain all invoice numbers.

16. Once the invoice numbers are identified, the individual invoices would have to be located from microfilm records and a comparison made between the part numbers on the invoices and those part numbers identified for asbestos-containing parts.

17. Generally, GM maintains component information at a vehicle level.
18. Each vehicle make and model has to be identified first in order to locate specific components and the specifications related thereto.
19. Although to my knowledge no search as extreme as would be required to respond to the Requested Information has ever been undertaken by GM, in my opinion, a search for asbestos-containing parts on one vehicle make and model alone would take New GM several weeks and the expenditure of hundreds of hours of employee time.
20. In some situations where the brakes and other asbestos-containing products that GM used were purchased from suppliers, depending on the specific product, the detailed material specifications may not have been provided to GM.



Louis J. Carlin

Subscribed and sworn to before me in Oakland County,
Michigan, this 24th day of November, 2010



Print name: Brenda G. Wallace-Dooley
Notary Public, State of MI, County of Oakland
My commission expires 6-14-2012.
Acting in the County of _____.

